	see Name:		Limited Partnership	_ /\
Equ	uipment Lease No.:	1045493		
Dat	ed:	December 16,	1993	_ ( . 18522 - /
Sch	redule No.:	001		RECORDATION NOFRED 14
Clo	sing Date:	December	1993	
		•		DEC 2 0 1993 -9 05 AM
1.	Description of Equi	oment:		
	•			INTERSTATE COMMERCE COMMISS
	Thirty-three (33) ACF complete described o		igh Hatch Railroad Can Iule A.	s more
2.	Location of Equipm and used in the contin		that the Equipment will	at all times be located
3.	Total Equipment Co	ost: \$610,000.00		
4.	Periodic Rent:			
	The total sum of \$5			
	Dollars in64		of <u>\$7,991.00</u>	
	Dollars each payable	commencing on		
		y intervals the	reafter.	J.
5.	Insurance Required a. Combined Singles \$1,000,000.00 b. All risk physical equipment, base	(All policies to requir e Limit Liability, inclu nam damage, including bu	e at lease 10 days' noti ding bodily injury and p ing Lessor as additiona irglary and theft, for the ipment cost of _\$610	ice of cancellation to Lessor): property damage, of not less than I insured. property the control of the contro
5.	Insurance Required a. Combined Singles \$1,000,000.00 b. All risk physical equipment, base Endorsement na	(All policies to require Limit Liability, incluant nam damage, including burter on the original equaming Lessor as loss	e at lease 10 days' noti ding bodily injury and p ing Lessor as additiona irglary and theft, for the ipment cost of _\$610	property damage, of not less than I insured. I full replacement value of the
	Insurance Required a. Combined Singles \$1,000,000.00 b. All risk physical equipment, base Endorsement nac. Other: n/a	(All policies to require Limit Liability, including but the control of the contro	e at lease 10 days' noti ding bodily injury and p ing Lessor as additiona irglary and theft, for the ipment cost of _\$610	property damage, of not less than I insured. e full replacement value of the
	and at month!  Insurance Required a. Combined Single \$1,000,000.00 b. All risk physical equipment, base Endorsement nac. C. Other: n/a  Stipulated Loss Val	(All policies to require Limit Liability, including building aming Lessor as loss ues:  99.35%	e at lease 10 days' notiding bodily injury and ping Lessor as additional graph and theft, for the ipment cost of \$610 payee.  Sixth Year:  Seventh Year:	oroperty damage, of not less than I insured. e full replacement value of the
	Insurance Required a. Combined Single \$1,000,000.00 b. All risk physical equipment, base Endorsement nac. Other: n/a  Stipulated Loss Val First Year Second Year Third Year	(All policies to require Limit Liability, including building aming Lessor as loss ues:  1. 99.35% 1. 89.07% 1. 77.89%	e at lease 10 days' notiding bodily injury and ping Lessor as additional graph and theft, for the ipment cost of \$610 payee.  Sixth Year:  Seventh Year:  Eighth Year:	oroperty damage, of not less than I insured. e full replacement value of the 000.00 and Loss Payable  39.65%  n/a  n/a
	Insurance Required a. Combined Single \$1,000,000.00 b. All risk physical equipment, base Endorsement nac. Other: n/a  Stipulated Loss Val First Year Second Year	(All policies to require Limit Liability, including building aming Lessor as loss ues:  r: 99.35% r: 89.07% r: 77.89% r: 65.88%	e at lease 10 days' notiding bodily injury and ping Lessor as additional graph and theft, for the ipment cost of \$610 payee.  Sixth Year:  Seventh Year:	oroperty damage, of not less than I insured. I insured. I insured of the old of the old of the and Loss Payable  39.65%  n/a

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IN WITNESS WHEREOF, Lessor and Lessee have signed this agreement as of the day and year first hereinabove written.

METLIFE CAPITAL, LIMITED PARTNERSHIP  MetLife Capital Corporation,  General Partner  By:	LESSEE:  an Ohio limited partnership THE ANDERSONS, HIMITED PARTNERSHIP THE ANDERSONS MANAGEMENT CORP., an Ohio corporation, sole general partner of The Andersons  By:	Egh.
Its: Vice President	Its: Gary L. Smith, Corporate Treasurer	

On this <u>16th</u> day of December, 1993, before me personally appeared W.J. Stoddard, to me known to be the Vice President of MetLife Capital Corporation, General Partner of MetLife Capital, Limited Partnership and who executed the foregoing instrument.

SUBSCRIBED AND SWORN TO before me this 16th day of December 1993.

)§

Notary Public in and for the State of Washington residing at Woodinville.

My term expires: 2/6/96

STATE OF WASHINGTON

COUNTY OF KING

an 04.0 The Andersons, Limited Partnership Lessee Name: **Equipment Lease No.:** 1045493 Dated: 001 Schedule No.: Closing Date: 1. **Description of Equipment:** Thirty-three (33) ACF Built 5250 Cub, Trough Hatch Railroad Cars more complete described on the attached Schedule A. Location of Equipment: (Lessee agrees that the Equipment will at all times be located 2. and used in the continental United States. 3. **Total Equipment Cost:** \$610,000.00 **Periodic Rent:** The total sum of \$511,424.00 Dollars in 64 installments of \$7,991.00 Dollars each, payable commencing on monthly intervals thereafter. Insurance Required (All policies to require at lease 10 days' notice of cancellation to Lessor): Combined Single Limit Liability, including bodily injury and property damage, of not less than \$1,000,000.00 naming Lessor as additional insured. All risk physical damage, including burglary and theft, for the full replacement value of the equipment, based on the original equipment cost of \$610,000.00 and Loss Payable Endorsement naming Lessor as loss payee. Other: n/a **Stipulated Loss Values:** First Year: 99.35% Sixth Year: 39.65% Second Year: 89.07% Seventh Year: n/a Third Year: 77.89% Eighth Year: n/a Fourth Year: 65.88% Ninth Year: n/a Fifth Year: 53.14% Tenth Year: n/a Accepted and agreed this ルサ day of \_ DEC \_, 1993 as Schedule No. One to that certain Master Equipment Lease Agreement dated Dec . 16 . \_, 1993 by and between the parties hereto.

LEASE CLOSING SCHEDULE

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IN WITNESS WHEREOF, Lessor and Lessee have signed this agreement as of the day and year first hereinabove written.

SCHEDULE A

1 BO 601898 AEX 5097 2 BO 601902 AEX 5098 3 BO 601905 AEX 5099 4 BO 601916 AEX 5100 5 BO 601917 AEX 5101 6 BO 601919 AEX 5102 7 BO 601920 AEX 5103 8 BO 601921 AEX 5104 9 BO 601924 AEX 5105 10 BO 601925 AEX 5106 11 BO 601927 AEX 5107 12 BO 601933 AEX 5108 13 BO 601935 AEX 5109 14 BO 601936 AEX 5110 15 BO 601944 AEX 5110 16 BO 601950 AEX 5111 16 BO 601961 AEX 5112 17 BO 601961 AEX 5114 18 BO 601967 AEX 5115 18 BO 601969 AEX 5115 20 BO 601982 AEX 5116 21 BO 601982 AEX 5116 22 BO 601983 AEX 5118 23 BO 601984 AEX 5119 24 BO 601986 AEX 5119 25 BO 601986 AEX 5120 26 BO 601990 AEX 5122 27 BO 601990 AEX 5123 28 CSXT 201560 AEX 5125 30 CSXT 201628 AEX 5126 31 CSXT 204018 AEX 5127 32 CSXT 204018 AEX 5127 32 CSXT 204018 AEX 5128						
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5         BO         601917         AEX         5101           6         BO         601919         AEX         5102           7         BO         601920         AEX         5103           8         BO         601921         AEX         5104           9         BO         601924         AEX         5105           10         BO         601925         AEX         5106           11         BO         601927         AEX         5107           12         BO         601933         AEX         5108           13         BO         601935         AEX         5109           14         BO         601936         AEX         5110           15         BO         601936         AEX         5110           15         BO         601944         AEX         5111           16         BO         601950         AEX         5112           17         BO         601961         AEX         5113           18         BO         601967         AEX         5114           19         BO         601967         AEX         5115           20	3	BO ·	601905	AEX	5099	
6         BO         601919         AEX         5102           7         BO         601920         AEX         5103           8         BO         601921         AEX         5104           9         BO         601921         AEX         5104           9         BO         601924         AEX         5105           10         BO         601925         AEX         5106           11         BO         601927         AEX         5107           12         BO         601933         AEX         5108           13         BO         601935         AEX         5109           14         BO         601936         AEX         5110           15         BO         601936         AEX         5111           16         BO         601950         AEX         5112           17         BO         601961         AEX         5113           18         BO         601967         AEX         5114           19         BO         601969         AEX         5115           20         BO         601982         AEX         5116           21	4	ВО	601916	AEX	, 5100	
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17         BO         601961         AEX         5113           18         BO         601967         AEX         5114           19         BO         601969         AEX         5115           20         BO         601976         AEX         5116           21         BO         601982         AEX         5117           22         BO         601983         AEX         5118           23         BO         601984         AEX         5119           24         BO         601986         AEX         5120           25         BO         601990         AEX         5121           26         BO         601994         AEX         5122           27         BO         601996         AEX         5123           28         CSXT         201560         AEX         5124           29         CSXT         201570         AEX         5125           30         CSXT         201628         AEX         5126           31         CSXT         204018         AEX         5128	15	во	601944	AEX	5111	
18         BO         601967         AEX         5114           19         BO         601969         AEX         5115           20         BO         601976         AEX         5116           21         BO         601982         AEX         5117           22         BO         601983         AEX         5118           23         BO         601984         AEX         5119           24         BO         601986         AEX         5120           25         BO         601990         AEX         5121           26         BO         601994         AEX         5122           27         BO         601996         AEX         5123           28         CSXT         201560         AEX         5124           29         CSXT         201570         AEX         5125           30         CSXT         201628         AEX         5126           31         CSXT         204018         AEX         5127           32         CSXT         204022         AEX         5128	16	во	601950	AEX	5112	
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22       BO       601983       AEX       5118         23       BO       601984       AEX       5119         24       BO       601986       AEX       5120         25       BO       601990       AEX       5121         26       BO       601994       AEX       5122         27       BO       601996       AEX       5123         28       CSXT       201560       AEX       5124         29       CSXT       201570       AEX       5125         30       CSXT       201628       AEX       5126         31       CSXT       204018       AEX       5127         32       CSXT       204022       AEX       5128	20	BO	601976	AEX	5116	
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31 CSXT 204018 AEX 5127 32 CSXT 204022 AEX 5128			201570	AEX	5125	
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001			204018	AEX	5127	
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	33	SCL	260041	AEX	5129	
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## LETTER OF ACCEPTANCE OF ITEMS OF EQUIPMENT

Re:

Master Equipment Lease Agreement

MetLife Capital, Limited Partnership C-97550 Bellevue, WA 98009

Vendor:

Invoice #:

location(s):

within the Continental United States

\_\_ ("Lease") Equipment Lease No. 1045493-001 We hereby notify you that we've received, inspected, and tested the following Item(s) of Equipment which is(are) the subject of the above referenced Lease. Pursuant to the Lease, we hereby accept the below described Equipment and its installation and ask that you process payment to the vendor(s) named below. As between you as lessor and the undersigned as lessee, we represent and warrant that each Item is personal property in good order and condition. We confirm we have no interest in the Equipment, except as your lessee, and any other interest we may have had we hereby transfer to you. In case of discrepancy as to the price or description, this letter supersedes our original purchase request and to the extent the Item(s) weren't previously included in our original purchase request we ask that they be subject to the above referenced lease. SPM Joint Venture \$610,000.00 280 Amount: Equipment Description: Thirty-three (33) ACF Built 5250 Cube, Trough Hatch Railroad cars more completed described on the attached Schedule A. This Equipment was first delivered to us and available for use by us December 16, 1993 We will keep this Equipment at the following

Very truly yours,

THE ANDERSONS, an Ohio Limited Partnership By: The Andersons Management Corp., an Ohio corporation, sole general partner of The Andersons

Ву Gary L. Smith, Corporate Treasurer

SCHEDULE A

		PROGRESS RAIL S	RVICES CORP.			
	OLD	OLD CAR NUMBERS:		NEW CAR NUMBERS:		
1	ВО	~~601898 · · ·	- AEX	5097		
2	ВО	601902	AEX	5098		
3	BO	601905	AEX	5099		
4	ВО	601916	AEX	, 5100		
5	ВО	601917	AEX	5101		
6	ВО	601919	AEX	5102		
7	BO	601920	AEX	5103		
. 8	ВО	601921	AEX	5104		
9	ВО	601924	AEX	5105	ļ	
10	BO	601925	AEX	"~5106		
11	ВО	601927	AEX	5107		
12	BO	601933	AEX	5108		
13	ВО	601935	AEX	5109		
14	BO	601936	AEX	5110		
15	во	601944	AEX	5111		
16	во	601950	AEX	5112		
17	во	601961	AEX	5113	1	
18	во	601967	AEX	5114		
19	во	601969	AEX	5115		
20	BO ·	601976	AEX	5116		
21	BO	601982	AEX	5117	1	
22	во	601983	AEX	5118		
23	во	601984	AEX	5119		
24	во	601986	AEX	5120	1	
25	во	601990	AEX	5121		
26	BO	601994	AEX	5122		
27	BO	601996	AEX	5123	1	
28	CSXT	201560	AEX	5124		
29	CSXT	201570	AEX	5125		
30	CSXT	201628	AEX	5126		
31	CSXT	204018	AEX	5127		
32	CSXT	204022	AEX	5128		
33	SCL	260041	AEX	5129		

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12/11/43

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RECORDATION NO. 18533 AM

DEC 2 0 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

District of Columbia

SS

I, Robert W. Alvord, being duly sworn do hereby certify that the attached "Lease Closing Schedule" dated December 16, 1993, between MetLife Capital, Limited Partnership and The Andersons, an Ohio Limited Partnership, consisting of seven pages, is a true and complete copy of the original thereof.

ROBERT W. ALVORD

Subscribed and sworn to before me this \_\_\_\_\_\_ day of December, 1993

NOTARY PUBLIC

My Commission expires: 10-31-95